

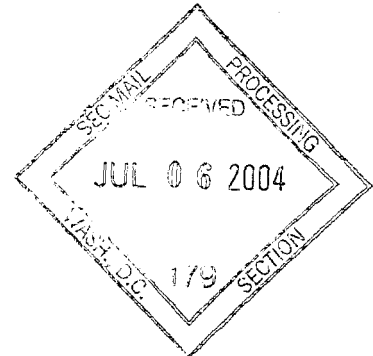


7/1/2004

FEDERAL EXPRESS

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549-0405

SUPPL



**FILE NUMBER: 08204904**

**Re: ICAP plc – AVS No.: 880222**

Ladies and Gentlemen:

On behalf of ICAP plc, in accordance with Rule 12g3-2(b) under the Securities Exchange Act, we are furnishing with this letter the attached information that ICAP plc has made public pursuant to the laws of England, has filed with the London Stock Exchange or has distributed to its shareholders.

Please acknowledge receipt of this information by stamping the enclosed copy of this letter and returning it to us in the enclosed stamped, self-addressed envelope.

Very truly yours,

Roger C. Campbell  
Deputy General Counsel

PROCESSED

JUL 08 2004

THOMSON  
FINANCIAL

RC:db  
Enclosures

ICAP North America Inc.  
Harborside Financial Center  
1100 Plaza 5, 12th Floor  
Jersey City, NJ 07311-4996

Tel: 212 406 1100

[www.icap.com](http://www.icap.com)

29 June 2004

Company Announcements Office  
Old Broad Street  
London  
EC2N 1HP

**BY FAX NO: 020 7588 6057**



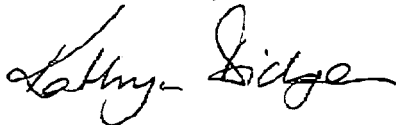
Dear Sirs

**ICAP plc AVS No: 880222**  
**Fidelity Investments**

In accordance with Section 9.11 of the Listing Rules, please find attached a Schedule 10 notification in respect of a declaration received pursuant to Section 198 of the Companies Act 1985.

Would you kindly confirm receipt of the announcement by telephoning me on 020 7000 5782.

Yours faithfully



**Kathryn Dickinson**  
**Deputy Company Secretary**

Enc:

ICAP plc  
2 Broadgate  
London  
EC2M 7UR  
Tel +44 (0) 20 7000 5000  
Fax +44 (0) 20 7000 5875  
[www.icap.com](http://www.icap.com)

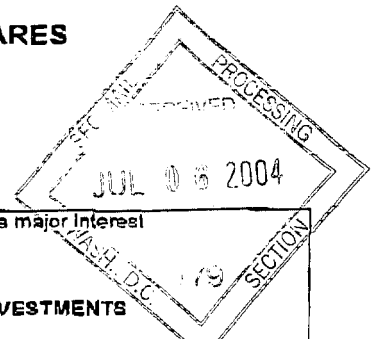
Registered Office as above  
Registered in England & Wales No: 3811420

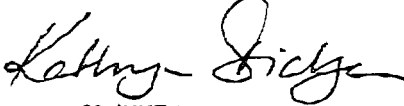
## SCHEDULE 10

## NOTIFICATION OF MAJOR INTERESTS IN SHARES

AVS NO: 880222

All relevant boxes should be completed in block capital letters.



1. Name of company  ICAP plc		2. Name of shareholder having a major interest  FIDELITY INVESTMENTS	
3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18  SEE ATTACHED LETTER		4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them  SEE ATTACHED LETTER	
5. Number of shares/amount of stock acquired  20,700	6. Percentage of issued class  0.004%	7. Number of shares/amount of stock disposed  N/A	8. Percentage of issued class  N/A
9. Class of security  ORDINARY SHARES OF 10P EACH		10. Date of transaction  28.06.04	11. Date company informed  29.06.04
12. Total holding following this notification  34,732,916		13. Total percentage holding of issued class following this notification  6.001%	
14. Any additional information		15. Name of contact and telephone number for queries  KATHRYN DICKINSON 020 7000 5782	
16. Name and signature of authorised company official responsible for making this notification  <div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div style="text-align: center;">   Date of notification      29 JUNE 2004 </div> <div style="text-align: center;"> KATHRYN DICKINSON  DEPUTY COMPANY SECRETARY </div> </div>			

Company Announcements Office, Old Broad Street, London EC2N 1HP  
Facsimile: 020 7586 6057, 020 7334 8964/8965/8966 (PLEASE DO NOT POST)  
Enquiries: Company Monitoring and Enquiries; UK Listing Authority

June 28, 2004

ICAP Plc  
2 Broadgate  
London, EC2M 7UR  
United Kingdom

FAX: 011-44-207-000-5788

ATTN: Company Secretary

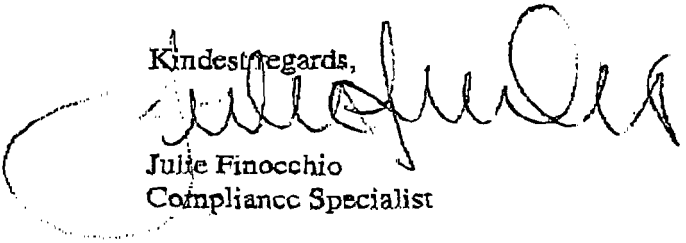
Dear Sirs,

Enclosed are amended notifications of disclosable interests under the U.K. Companies Act 1985. Please note that while this information details the disclosable interests of more than one entity, the enclosed disclosure constitutes separate notifications of interest which have been combined solely for purposes of clarity and efficiency. It is not intended to indicate that any of these entities act as a group or in concert with respect to these interests.

These disclosures are made in the interest of conformity with the Companies Act. The Interest detailed herein were acquired solely for investment purposes. For disclosure purposes, holdings should be represented as FMR Corp. and its direct and indirect subsidiaries, and Fidelity International Limited (FIL) and its direct and indirect subsidiaries, both being non-beneficial holders.

If you have any questions please contact Julie Finocchio at (617) 563-7883 or by FAX (617) 476-0363.

Kindest regards,

  
Julie Finocchio  
Compliance Specialist

Amendment #9

NOTIFICATIONS UNDER SECTIONS 198 TO 202 -- U.K. COMPANIES ACT

1. Company in which shares are held: ICAP Plc
2. Notifiable Interest: Ordinary Shares

FMR Corp.  
82 Devonshire Street  
Boston, MA 02109

Parent holding company of Fidelity Management & Research Company (FMRCO), investment manager for US mutual funds, and Fidelity Management Trust Company (FMTTC), a US state chartered bank which acts as a trustee or investment manager of various pension and trust accounts. (See Schedule A for listing of Registered Shareholders and their holdings).

Fidelity International Limited (FIL)  
P.O. Box HM 670  
Hamilton HMCX, Bermuda


Parent holding company for various direct and indirect subsidiaries, including Fidelity Investment Services Ltd. (FISL) and Fidelity Pension Management (FPM), investment managers for various non-US investment companies and institutional clients. (See Schedule A for

3. The notifiable interests also comprise the notifiable interest of:  
Mr. Edward C. Johnson 3d  
82 Devonshire Street  
Boston, MA 02109

Principal shareholder of FMR Corp. and Fidelity International Limited.

4. The notifiable interests include interest held on behalf of authorized unit trust schemes in the U.K., notwithstanding the exemption from reporting pursuant to Section 209 (1)(h) of the Companies Act 1985.

5. These notifications of disclosable interests constitute separate notifications of interest in the shares and are combined solely for the purposes of clarity and efficiency. Nothing herein should be taken to indicate that FMR Corp. and its direct and indirect subsidiaries, Fidelity International Limited and its direct and indirect subsidiaries or Mr. Edward C. Johnson 3d act as a group or in concert in respect of the disclosed interests, or that they are required to submit these notifications on a joint basis.
6. The disclosable interests arise under section 208 (4) (b) of the Act, namely where a person, not being the registered holder, is entitled to exercise a right conferred by the holding of the shares or to control the exercise of such rights, or under section 203 of the Act respectively.

By   
Eric D. Roiter  
Senior V.P. & General Counsel - FMR Co.  
Duly authorized under Powers of Attorney  
dated December 30, 1997, by and on behalf  
of FMR Corp. and its direct and indirect  
subsidiaries, and Fidelity International  
Limited and its direct and indirect  
subsidiaries.

## Schedule A

Amendment # 9

## Security: ICAP Plc

	SHARES HELD	MANAGEMENT COMPANY	NOMINEE/REGISTERED NAME
(Ordinary Shares)			
	443,350	FMRCO	Mellon Bank
	16,000	FMRCO	HSBC
	111,000	FMRCO	State Street Nominees Limited
	25,700	FMTC	State Street Nominees Ltd.
	25,400	FMTC	Brown Brothers Harriman
	19,000	FMTC	State Street Bank & Trust
	11,732,810	FISL	Chase Nominees Ltd
	6,723,600	FISL	Chase Manhattan Bank London
	470,900	FPM	Bank of New York London
	66,500	FPM	Deutsche Bank
	139,000	FPM	Citibank
	262,000	FPM	Mellon Nominees Ltd
	705,000	FIL	Chase Nominees Ltd
	1,865,410	FIL	HSBC Client Holdings Nominee (UK) Limited
	2,642,850	FIL	Northern Trust
	677,685	FIL	Chase Manhattan Bank London
	279,311	FIL	Deutsche Bank
	214,000	FIL	Mellon Nominees Ltd
	360,000	FIL	Bank of New York, Brussels
	4,912,000	FIL	Bank of New York London
	111,000	FIL	State Street Bank & Trust
	424,500	FIL	Citibank
	958,800	FIL	Clydesdale Bank (Head Office) Nominees Limited
	974,300	FIL	JP Morgan
	412,500	FIL	State Street Nominees Ltd
	143,700	FIL	Bankers Trust
	16,500	FIL	Brown Brothers Harriman Ltd. LUX

Total Ordinary Shares

34,732,816

Current ownership percentage:

6.001%

Shares in issue:

~~578,776,859~~ 578,776,127

Change in holdings since last filing:

+20,700 ordinary shares